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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, FEBRUARY 11, 1998

JOINT APPLICATION OF

AT&T CORP.

CASE NO. PUA980004

and

TELEPORT COMMUNICATIONS GROUP, INC.

For Approval of Agreement and  
Plan of Merger

ORDER FOR NOTICE AND COMMENTS  
AND REQUESTS FOR HEARING

On January 29, 1998, AT&T Corp. ("AT&T") and Teleport Communications Group, Inc. ("TCG") (collectively, "the Applicants") filed a joint application requesting approval, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction which would result in a merger whereby TA Merger Corp., a wholly-owned subsidiary of AT&T, will merge with and into TCG, with TCG being the surviving entity and a wholly-owned subsidiary of AT&T. Pursuant to § 56-88.1, the Commission has sixty days in which to approve or disapprove such application and may extend that time for a period not to exceed an additional 120 days.

NOW THE COMMISSION, upon consideration of the above referenced application, is of the opinion that public notice

should be given and that the Commission Staff should evaluate the application. Accordingly,

IT IS ORDERED THAT:

(1) The Applicants shall make a copy of their application and supporting materials available to the public who may obtain a copy of the application, at no charge, by requesting it in writing from AT&T's counsel at the address detailed below.

(2) Any interested person writing to comment on the application shall, on or before March 16, 1998, address such written comments to: William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer to Case No. PUA980004.

(3) On or before March 16, 1998, any person desiring a hearing in this matter shall file a request for hearing in writing with William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer in his or her request to Case No. PUA980004. Any request for hearing shall detail reasons why such issues can not be adequately addressed in written comments.

(4) A copy of such comments and requests for hearing shall simultaneously be sent to counsel for the Applicants as follows: Wilma R. McCarey, Esquire, AT&T, 3033 Chain Bridge Road, Oakton, Virginia 22185; and James Halpert, Esquire, Piper & Marbury, 1200 Nineteenth Street, N.W., Washington, D.C. 20036.

(5) The Commission Staff shall review the application and shall file, on or before March 23, 1998, the results of its investigation.

(6) On or before March 2, 1998, the Applicants shall publish the following as display advertising, not classified, twice a week for two consecutive weeks in newspapers of general circulation throughout the Commonwealth of Virginia:

NOTICE OF JOINT APPLICATION OF AT&T CORP.  
AND TELEPORT COMMUNICATIONS GROUP, INC.  
FOR APPROVAL OF AGREEMENT AND PLAN  
OF MERGER, CASE NO. PUA980004

AT&T Corp. (AT&T") and Teleport Communications Group, Inc. ("TCG") (collectively, "the Applicants") filed a joint application requesting approval of a proposed transaction which would result in a merger whereby TA Merger Corp., a wholly-owned subsidiary of AT&T, will merge with and into TCG, with TCG being the surviving entity and a wholly-owned subsidiary of AT&T.

A copy of the above referenced application is available for inspection during regular business hours at the State Corporation Commission, c/o Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the application, at no charge, by requesting a copy in writing from AT&T's counsel at the address noted below.

Comments on this application must be submitted in writing to William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, on or before March 16, 1998. Requests for hearing must also be received by the Clerk on or before March 16, 1998, and shall provide an explanation of why a hearing is necessary and

why such issues cannot be adequately addressed in written comments.

All correspondence should refer to Case No. PUA980004. A copy of the comments or requests for hearing must also be sent to counsel or AT&T as follows: Wilma R. McCarey, Esquire, AT&T, 3033 Chain Bridge Road, Oakton, Virginia 22185, and to James Halpert, Esquire, Piper & Marbury, 1200 Nineteenth Street, N.W., Washington, D.C. 20036.

If no requests for hearing are received, a formal hearing may not be held.

AT&T CORP. AND TELEPORT COMMUNICATIONS GROUP, INC.

(7) The Applicants shall forthwith serve a copy of this Order on the chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city or town or equivalent officials, in counties, towns or cities having alternative forms of government in the Commonwealth of Virginia. Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(8) On or before March 10, 1998, the Applicants shall provide the Commission with proof of notice required in Ordering Paragraphs (6) and (7).